

RECORDATION NO. 29513 FILED

OCT 22 '10 -4 54 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

October 20, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 7, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Lower Colorado River Authority  
3700 Lake Austin Blvd.  
Austin, TX 78703

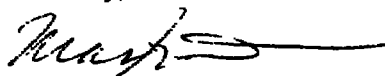
A description of the railroad equipment covered by the enclosed document is for one hundred thirty five (135) gondola cars: having FPPX and LCRX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure

(LCRA002)

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ASSGN. NO.: LCRA002

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7<sup>th</sup> day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lower Colorado River Authority ("Lessee"), a conservation and reclamation district of the State of Texas.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 7<sup>th</sup>, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: Richard F. SeymourTitle: VICE PRESIDENT SALES & MARKETINGBy: K.A. DombrowskiName: K.A. DombrowskiTitle: DIRECTOR OF DOCUMENTATION Executed on this 18<sup>th</sup> day of October, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of OCTOBER, 2010.

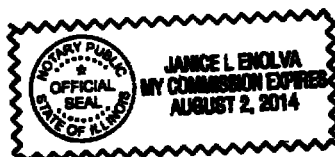
Janice L. Enolva

Notary Public

Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

LOWER COLORADO RIVER AUTHORITY

ATTEST:

By: [Signature]  
Name: John W. Rubottom

Title: General Counsel and  
Assistant Secretary  
LCRA Board of Directors  
[CORPORATE SEAL]

By: [Signature]  
Name: Wayne L. Morter  
Title: Manager - Fuel & Power Strategy

Executed on this 7<sup>th</sup> day of October, 2010.



STATE OF Texas  
COUNTY OF Texas

I, Leslie Hudson, a Notary Public of the County and State aforesaid,  
certify that Wayne L. Morter personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7 day of October, 2010.

[Signature]  
Notary Public

Commission Expires:

Feb 14 2011  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**           One hundred thirty-five (135)

**DESCRIPTION OF CARS:**   2005 year built by FreightCar America, Inc., 4520 cubic foot capacity, aluminum, rotary dump BethGon II Coal Porter Cars, 286,000 lbs. GRL. (AAR Car Type: J311)

**CAR NUMBERS:**

FPPX 006000	FPPX 006034	FPPX 006068	LCRX 006102
FPPX 006001	FPPX 006035	FPPX 006069	LCRX 006103
FPPX 006002	FPPX 006036	FPPX 006070	LCRX 006104
FPPX 006003	FPPX 006037	FPPX 006071	LCRX 006105
FPPX 006004	FPPX 006038	FPPX 006072	LCRX 006106
FPPX 006005	FPPX 006039	FPPX 006073	LCRX 006107
FPPX 006006	FPPX 006040	FPPX 006074	LCRX 006108
FPPX 006007	FPPX 006041	FPPX 006075	LCRX 006109
FPPX 006008	FPPX 006042	FPPX 006076	LCRX 006110
FPPX 006009	FPPX 006043	FPPX 006077	LCRX 006111
FPPX 006010	FPPX 006044	FPPX 006078	LCRX 006112
FPPX 006011	FPPX 006045	FPPX 006079	LCRX 006113
FPPX 006012	FPPX 006046	FPPX 006080	LCRX 006114
FPPX 006013	FPPX 006047	FPPX 006081	LCRX 006115
FPPX 006014	FPPX 006048	FPPX 006082	LCRX 006116
FPPX 006015	FPPX 006049	FPPX 006083	LCRX 006117
FPPX 006016	FPPX 006050	FPPX 006084	LCRX 006118
FPPX 006017	FPPX 006051	FPPX 006085	LCRX 006119
FPPX 006018	FPPX 006052	FPPX 006086	LCRX 006120
FPPX 006019	FPPX 006053	FPPX 006087	LCRX 006121
FPPX 006020	FPPX 006054	FPPX 006088	LCRX 006122
FPPX 006021	FPPX 006055	FPPX 006089	LCRX 006123
FPPX 006022	FPPX 006056	LCRX 006090	LCRX 006124
FPPX 006023	FPPX 006057	LCRX 006091	LCRX 006125
FPPX 006024	FPPX 006058	LCRX 006092	LCRX 006126
FPPX 006025	FPPX 006059	LCRX 006093	LCRX 006127
FPPX 006026	FPPX 006060	LCRX 006094	LCRX 006128
FPPX 006027	FPPX 006061	LCRX 006095	LCRX 006129
FPPX 006028	FPPX 006062	LCRX 006096	LCRX 006130
FPPX 006029	FPPX 006063	LCRX 006097	LCRX 006131
FPPX 006030	FPPX 006064	LCRX 006098	LCRX 006132
FPPX 006031	FPPX 006065	LCRX 006099	LCRX 006133
FPPX 006032	FPPX 006066	LCRX 006100	LCRX 006134
FPPX 006033	FPPX 006067	LCRX 006101	